

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

IN RE	:	
	:	Chapter 11
W. R. GRACE & CO.	:	
	:	Case No. 01-01139 (JKF)
Debtor.	:	Related Docket Item: 12122

**NO ORDER REQUIRED CERTIFICATION OF NO OBJECTION TO  
AMENDED THIRTY-EIGHTH MONTHLY FEE APPLICATION OF  
PRICEWATERHOUSECOOPERS LLP, AUDITORS AND TAX CONSULTANTS  
TO THE DEBTORS, FOR ALLOWANCE OF COMPENSATION AND  
REIMBURSEMENT OF EXPENSES FOR THE MONTH OF NOVEMBER 2005**

On March 27, 2006, PricewaterhouseCoopers LLP (“PwC”), Auditors and Tax Consultants to the Debtors, filed its *Amended Thirty-eighth Monthly Fee Application of PricewaterhouseCoopers LLP, Auditors and Tax Consultants for Debtors, For Allowance of Compensation and Reimbursement of Expenses for the Month of November 2005* (Docket No. 12122) (the “Application”). The notice filed with the Application provided an objection deadline of 4:00 pm (Eastern Standard Time) on April 17, 2006. The undersigned hereby certifies that no answer, objection or any responsive pleading with respect to the Application has been filed with the Court.

Pursuant to the Administrative Order Pursuant to Sections 105 and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals dated December 31, 2001 (“the Order”), the Debtor is authorized to pay PwC \$152,586.88 which represents eighty percent (80%) of the fees, and \$7,343.64 which represents 100% of the expenses requested in the Application upon the filing of this Certification and without the need for entry of a Court order approving the Application.

Dated: April 25, 2006

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**CERTIFICATE OF SERVICE**

I hereby certify that on the 25<sup>th</sup> day of **April 2006**, a copy of the ***No Order Required Certification of No Objection to Amended Thirty-eighth Monthly Fee Application of PricewaterhouseCoopers LLP, Auditors and Tax Consultants to the Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of November 2005*** was served on the following parties in the manner herein indicated:

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/s/Kathleen M. Miller  
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